

United States Bankruptcy Court DISTRICT OF _____		Document Page 1 of 12		Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle):		Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):		Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):																							
Street Address of Debtor (No. and Street, City, and State): <div style="text-align: center;">ZIP CODE</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>																							
County of Residence or of the Principal Place of Business:		County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address): <div style="text-align: center;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>																							
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>																									
Type of Debtor (Form of Organization) (Check one box.)		Nature of Business (Check one box.)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)																					
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13																					
		Tax-Exempt Entity (Check box, if applicable.)		Nature of Debts (Check one box.)																					
		<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input type="checkbox"/> Debts are primarily business debts.																					
Filing Fee (Check one box.)				Chapter 11 Debtors																					
<input type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).																					
				Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2 million.																					
				Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																					
Statistical/Administrative Information																									
<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																									
Estimated Number of Creditors <table style="width: 100%; text-align: center;"> <tr> <td>1-</td> <td>50-</td> <td>100-</td> <td>200-</td> <td>1,000-</td> <td>5,001-</td> <td>10,001-</td> <td>25,001-</td> <td>50,001</td> <td>Over</td> </tr> <tr> <td>49</td> <td>99</td> <td>199</td> <td>999</td> <td>5,000</td> <td>10,000</td> <td>25,000</td> <td>50,000</td> <td>100,000</td> <td>100,000</td> </tr> </table> <input type="checkbox"/> <input type="checkbox"/>						1-	50-	100-	200-	1,000-	5,001-	10,001-	25,001-	50,001	Over	49	99	199	999	5,000	10,000	25,000	50,000	100,000	100,000
1-	50-	100-	200-	1,000-	5,001-	10,001-	25,001-	50,001	Over																
49	99	199	999	5,000	10,000	25,000	50,000	100,000	100,000																
Estimated Assets <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$10,000</td> <td><input type="checkbox"/> \$10,000 to \$100,000</td> <td><input type="checkbox"/> \$100,000 to \$1 million</td> <td><input type="checkbox"/> \$1 million to \$100 million</td> <td><input type="checkbox"/> More than \$100 million</td> </tr> </table>						<input type="checkbox"/> \$0 to \$10,000	<input type="checkbox"/> \$10,000 to \$100,000	<input type="checkbox"/> \$100,000 to \$1 million	<input type="checkbox"/> \$1 million to \$100 million	<input type="checkbox"/> More than \$100 million															
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Estimated Liabilities <table style="width: 100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,000 to \$100,000</td> <td><input type="checkbox"/> \$100,000 to \$1 million</td> <td><input type="checkbox"/> \$1 million to \$100 million</td> <td><input type="checkbox"/> More than \$100 million</td> </tr> </table>						<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,000 to \$100,000	<input type="checkbox"/> \$100,000 to \$1 million	<input type="checkbox"/> \$1 million to \$100 million	<input type="checkbox"/> More than \$100 million															
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THIS SPACE IS FOR COURT USE ONLY																									

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Document	Page 2 of 12
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Statement by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			

Official Form 1 (10/06)		Form B1, Page 3
Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Neumann Homes of Wisconsin, LLC
Signatures		
Signature(s) of Debtor(s) (Individual/Joint) <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (if not represented by attorney) _____</p> <p>Date _____</p>		Signature of a Foreign Representative <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p>Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
Signature of Attorney <p>X _____ Signature of Attorney for Debtor(s) George N. Panagakis</p> <p>Printed Name of Attorney for Debtor(s) Skadden, Arps, Slate, Meagher & Flom LLP</p> <p>Firm Name 333 West Wacker Drive Chicago, Illinois 60606-1285</p> <p>_____ Telephone Number</p> <p>October 31, 2007 Date</p>		Signature of Non-Attorney Bankruptcy Petition Preparer <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>Address X _____</p> <p>Date _____</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

ANNEX A – AFFILIATED DEBTORS

On the date hereof, the following affiliated entities, including the Debtor, filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois:

1. Neumann Homes, Inc.
2. NDC Fabrications, LLC
3. Neumann Homes of Colorado LLC
4. Neumann Homes of Wisconsin LLC
5. NeuPro Co., LLC
6. Precision Framing Systems, LLC

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:) Case No. _____
)
) Chapter 11
)
NEUMANN HOMES, INC.,) Hon. _____
et al.¹)
)
Debtors.)
)

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

This list contains creditors holding the 20 largest unsecured claims against the above-captioned debtors (the "Debtors") as of approximately October 25, 2007. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors that have commenced chapter 11 cases in this Court. The Debtors believe that this list is representative of the 20 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
RESIDENTIAL FUNDING CORP.	ATTN: LEGAL DEPARTMENT 28 BLOOMFIELD AVE. PINE BROOK, NJ 07058 FAX: (973) 575-0882	BANK LOAN		\$75,000,000
FIDELITY DEPOSIT COMPANY OF MARYLAND	ATTN: LEGAL DEPARTMENT 1400 AMERICAN LANE, TOWER I 19 TH FLOOR SCHAUMBURG, IL 60196 FAX: (847) 605-7768	SURETY BOND		\$19,424,194

¹ The Debtors consist of: Neumann Homes, Inc. (EIN: 36-3372185); NDC Fabrications, LLC (EIN: 20-3927889); Neu Pro Co., LLC (EIN: 20-3927922); Neumann Homes of Colorado, LLC (EIN: 30-0016357); Neumann Homes of Wisconsin, LLC (EIN: 13-4233135) and Precision Framing Systems, LLC (EIN: 61-1404308).

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
CAROLINA CASUALTY INSURANCE COMPANY	ATTN: LEGAL DEPARTMENT P.O. BOX 2575 JACKSONVILLE, FL 32203 FAX: (904) 363-8098	SURETY BOND		\$11,936,810
LEXON INSURANCE COMPANY	ATTN: LEGAL DEPARTMENT 10002 SHELBYVILLE ROAD, SUITE 100 LOUISVILLE, KY 40223 FAX: (515) 281-3059	SURETY BOND		\$7,935,953
BANK OF AMERICA, N.A.	ATTN: LEGAL DEPARTMENT 18W140 BUTTERFIELD RD. OAK BROOK TERRACE, IL 60181 FAX: (813) 225-8322	BANK LOAN		\$4,960,000
CHICAGO TITLE	ATTN: PAUL PETERSON 171 N. CLARK STREET, 8 TH FLOOR CHICAGO, IL 60601 FAX: (312) 223-2960	TITLE INSURANCE		\$4,500,000
BOND SAFEGUARD INSURANCE COMPANY	ATTN: LEGAL DEPARTMENT 10002 SHELBYVILLE ROAD, SUITE 100 LOUISVILLE, KY 40223 FAX: (630) 495-9272	SURETY BOND		\$4,064,344
PLATTE RIVER INSURANCE COMPANY	ATTN: LEGAL DEPARTMENT P.O. BOX 5900 MADISON, WI 53705 FAX: (800) 798-2029	SURETY BOND		\$3,700,806
TRAVELERS CASUALTY AND SURETY COMPANY	ATTN: LEGAL DEPARTMENT ONE TOWER SQUARE HARTFORD, CT 06183 FAX: (860) 954-3956	SURETY BOND		\$1,416,574
LANDMARK TITLE COMPANY	ATTN: LEGAL DEPARTMENT P.O. BOX 725 3501-30 TH AVENUE KENOSHA, WI 53141 FAX: (262) 658-0913	TITLE INSURANCE		\$1,250,000
COLUMBIAN AGENCY	ATTN: LEGAL DEPARTMENT 1005 LARAWAY ROAD P.O. BOX 39 NEW LENOX, IL 60451 FAX: (815) 485-2936	SURETY BOND		\$500,000
LAND TITLE GUARANTEE COMPANY	ATTN: LEGAL DEPARTMENT 3033 EAST FIRST AVENUE, SUITE 600 DENVER, CO 80206 FAX: (303) 331-0272	TITLE INSURANCE		\$315,000

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
BROWNSTEIN HYATT FARBER SCHRECK	ATTN: ENGAGEMENT PARTNER 410 17 TH STREET, SUITE 2200 DENVER, CO 80202 FAX: (303) 223-1111	LEGAL FEES		\$98,948
WILDMAN, HARROLD, ALLEN & DIXON LLP	ATTN: ENGAGEMENT PARTNER 225 WEST WACKER DRIVE, SUITE 3000 CHICAGO, IL 60606 FAX: (312) 201-2555	LEGAL FEES		\$90,316
PEREGRINE, STIME, NEWMAN, RITZMAN & BRUCKNER	ATTN: ENGAGEMENT PARTNER 221 EAST ILLINOIS STREET P.O. BOX 564 WHEATON, IL 60189 FAX: (630) 665-0407	LEGAL FEES		\$86,491
JAFFE, RAITT, HEUER & WEISS, P.C.	ATTN: ENGAGEMENT PARTNER 500 GRISWOLD , SUITE 2400 DETROIT, MI 48226 FAX: (313) 961-1205	LEGAL FEES		\$77,479
J&E NURSERY	ATTN: KATIE MARTINEZ 18852 W PETERSON LIBERTYVILLE, IL 60048 FAX: (847) 247-0870	TRADE DEBT		\$45,818
D&B ADVERTISING, INC.	ATTN: LEGAL DEPARTMENT 53 EAST ST. CHARLES RD VILLA PARK, IL 60181 FAX: (630) 782-8340	TRADE DEBT		\$42,102
ARTHUR J. GALLAGHER RISK MANAGEMENT SERVICES	ATTN: LEGAL DEPARTMENT TWO PIERCE PLACE, 6 TH FLOOR ITASCA, IL 60143 FAX: (630) 694-5499	TRADE DEBT		\$34,724
DENVER NEWSPAPER AGENCY	ATTN: LEGAL DEPARTMENT P.O. BOX 17930 DENVER, CO 80217 FAX: (303) 954-1635	TRADE DEBT		\$33,572

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Kenneth P. Neumann, Chief Executive Officer of Neumann Homes, Inc., declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date October 30th, 2007



Kenneth P. Neumann
Chief Executive Officer

**ACTION BY WRITTEN CONSENT
OF THE SOLE DIRECTOR
OF NEUMANN HOMES, INC.**

The undersigned, Kenneth P. Neumann, being the sole director of Neumann Homes, Inc., an Illinois corporation (the “Company”), which is the sole member and shareholder of Neumann Homes of Colorado, LLC, a Colorado limited liability company, Neumann Homes of Wisconsin, LLC, a Wisconsin limited liability company, Precision Framing Systems, LLC, an Illinois limited liability company, which is the sole member of NDC Fabrications, LLC, an Illinois limited liability company, and Neu Pro Co., LLC, an Illinois limited liability company (collectively, the “Subsidiaries and Affiliates”), does hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted by a duly convened meeting of the Board of Directors of the Company and directs that this written consent be filed with the minutes of the proceedings of the Board of Directors of the Company:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, their Subsidiaries and Affiliates, creditors, and other interested parties, that petitions be filed by the Company in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the “Bankruptcy Court”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), in which the authority to operate as a debtors-in-possession will be sought, and the filing of such petitions is authorized hereby;

FURTHER RESOLVED, that Kenneth P. Neumann be, and hereby is appointed by the Board as an authorized signatory (an “Authorized Signatory”) of the Company and each of the Subsidiaries and Affiliates in connection with the chapter 11 cases authorized herein;

FURTHER RESOLVED, that the Authorized Signatory, together with any other person or persons hereafter designated by the Board (each, individually, an “Authorized Officer,” and, individually and collectively, the “Authorized Officers”) be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of the Company and each of the Subsidiaries and Affiliates, to execute and verify petitions in the name of the Company and each of the Subsidiaries and Affiliates under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Officer or Authorized Signatory executing said petition on behalf of the Company and each of the Subsidiaries and Affiliates shall determine;

FURTHER RESOLVED, that the Authorized Officers and Authorized Signatory be, and each of them, with full authority to act without the others, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company and each of the Subsidiaries and Affiliates, to execute and/or file, or cause to be executed and/or filed (or to direct others to do so on their behalf as provided herein) all necessary documents including, but not limited to, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all other action, that they or any of them deem necessary, proper or desirable in connection with the chapter 11 cases;

FURTHER RESOLVED, that the Authorized Officers and the Authorized Signatory be, and each of them, with full authority to act without the others, hereby is, authorized and empowered, in the name and on behalf of the Company and each of the Subsidiaries and Affiliates, to take or cause to be taken, from time to time, any and all such further action and to execute and deliver, or cause to be executed and delivered, all such further agreements, documents, certificates and undertakings including, but not limited to, amendments to the documents contemplated hereby following the effectiveness thereof, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable, to effectuate the purpose and intent of the foregoing resolutions;

FURTHER RESOLVED that the Authorized Officers and the Authorized Signatory be, and each of them, with full authority to act without the others, hereby is, authorized and empowered for and in the name and on behalf of the Company and each of the Subsidiaries and Affiliates to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Chicago, Illinois 60606-1285, and its affiliated law practice entities be, and hereby is, employed under a general retainer as attorneys for the Company and each of the Subsidiaries and Affiliates in the chapter 11 cases;

FURTHER RESOLVED, that the Authorized Officers and the Authorized Signatory be, and each of them, with full authority to act without the others, hereby is, authorized and empowered, in the name and on behalf of the Company and each of the Subsidiaries and Affiliates, to retain such other professionals as they deem appropriate during the course of the chapter 11 cases;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer or Authorized Signatory to seek relief on behalf of the Company and each of the Subsidiaries and Affiliates under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 cases, or any matter related thereto, including in connection with any debtor-in-possession financing, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company and each of the Subsidiaries and Affiliates;

FURTHER RESOLVED, that the Authorized Officers and the Authorized Signatory be, and each of them, with full authority to act without the others, hereby is, authorized and directed, in the name and on behalf of the Company and each of the Subsidiaries and Affiliates, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed and delivered all such further shareholder or member consents in respect of the Company's other subsidiaries or affiliates as in their judgment shall be necessary, appropriate or advisable to effectuate the seeking of relief under chapter 11 of title 11 of the Bankruptcy Code with respect to any such subsidiary or affiliate;

FURTHER RESOLVED, that any person dealing with any officer of the Company or the Subsidiaries and Affiliates in connection with any of the foregoing matters shall be conclusively entitled to rely upon the authority of such Authorized Officer and Authorized Signatory and by his or her execution of any instrument, certificates, notices and/or documents, the same shall be a valid and binding obligation of the Company or the Subsidiaries and Affiliates, respectively, enforceable in accordance with its terms; and

FURTHER RESOLVED, that any actions heretofore taken by any Authorized Officer or Authorized Signatory prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of the Company, has executed this written consent as of the 26th day of October, 2007.

By: 
Name: Kenneth P. Neumann
Title: Sole Director and
Chief Executive Officer